

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

VISIBLE SYSTEMS CORPORATION,

Plaintiff

v.

UNISYS CORPORATION,

Defendant

Civil Action No. 04-CV-11610-RGS

DEFENDANT’S CROSS-MOTION FOR PROTECTIVE ORDER

The defendant, Unisys Corporation, hereby moves for a protective order adopting the terms of the draft Confidentiality Agreement and Proposed Protective Order attached hereto as Exhibit A. As explained in more detail in the accompanying opposition to plaintiff Visible Systems Corporation’s motion for a protective order, the confidentiality system negotiated between the parties and reflected in Exhibit A represents a fairer and more complete method of addressing legitimate concerns about protection of confidential information than the one proposed in Visible’s motion. In particular, *unlike* the form of protective order now proposed by Visible, the system set forth in Exhibit A includes a commonly known procedure for identifying certain especially sensitive business information of the parties as part of an “Attorneys’ Eyes Only” category, requiring special handling.

Because the additional protective tool of an Attorneys’ Eyes Only category is entirely reasonable and appropriate in a business case such as this one, because Visible has agreed in principle to the inclusion of the Attorneys’ Eyes Only category, and because Visible’s remaining procedural objections to the draft agreement have been fairly and appropriately addressed in the latest draft attached as Exhibit A (as explained in more detail in the accompanying opposition

memorandum), Unisys respectfully requests that the Court adopt this form in a protective order, so that the parties' exchange of documents and other discovery can proceed without delay.

Defendant,
UNISYS CORPORATION,
By Its Attorneys,

/s/ William L. Boesch
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Dated: November 4, 2005

CERTIFICATION

I hereby certify that the requirements of Local Rules 7.1 and 37.1, to the extent applicable, have been complied with.

/s/ William L. Boesch